



Pursuant to Article 34 of the Articles of Association of Cinkarna Celje d.d. and in accordance with the provisions of the Companies Act, the Management Board of the Company hereby convenes the

28th ORDINARY GENERAL MEETING OF SHAREHOLDERS OF CINKARNA CELJE d.d.

**to be held on Wednesday, 19 June 2024, at the Company's registered office
at 26 Kidričeva ulica, Celje, in the premises of the multi-purpose building,
starting at 3 p.m.**

Notary Katja Fink from Celje will be present at the meeting.

Agenda and motions for resolutions

1. Opening of the General Meeting, election of the working bodies and attendance.

PROPOSED RESOLUTION No 1:

Lawyer Stojan Zdolšek is elected as Chairman of the General Meeting and IXTLAN FORUM d.o.o. is elected as Teller of Votes.

2. Presentation to the General Meeting of the audited annual report for the financial year 2023, the auditor's report and the Supervisory Board's report for the financial year 2023, the remuneration report of the management and supervisory bodies of CINKARNA Celje, d. d. for the financial year 2023, adoption of the resolution on the use of the balance-sheet profit, and the discharge of the members of the Management Board and the Supervisory Board for the financial year 2023.

PROPOSED RESOLUTION No 2.1:

The General Meeting takes note of and approves the Remuneration Report of the Management and Supervisory Bodies of CINKARNA Celje, d. d. for 2023.

PROPOSED RESOLUTION No 2.2:

The balance sheet profit as at 31 December 2023 of EUR 38,374,702.93 and consisting of, inter alia, net profits generated before 2023 of EUR 32,047,999.39 and net profit in 2023 of EUR 6,326,703.54, shall be used as follows:

- **The amount of EUR 6,326,703.54, representing the net profit for 2023, is allocated to other profit reserves and constitutes a separate item within profit reserves which cannot be paid to shareholders,**



- The part of the balance-sheet profit of EUR 7,033,608.00 arising from net profits generated before 2023 shall be allocated to the distribution to shareholders (EUR 0.90 gross per share),
- The remainder of the balance-sheet profit of EUR 25,014,391.39, arising from net profits before 2023, was earmarked for the payment of dividends pursuant to the resolution of the Extraordinary General Meeting of 13 February 2024 and was paid out.

The Company shall pay dividends on 28 June 2024 to shareholders registered with the KDD on 27 June 2024.

PROPOSED RESOLUTION No 2.3:

The General Meeting hereby discharges the members of the Management Board for the financial year 2023.

PROPOSED RESOLUTION No 2.4:

The General Meeting hereby discharges the members of the Supervisory Board for the financial year 2023.

3. Remuneration Policy for Management and Supervisory Bodies of CINKARNA Celje, d. d.

PROPOSED RESOLUTION No 3:

The General Meeting takes note of and approves the Remuneration Policy for Management and Supervisory Bodies of CINKARNA Celje, d. d.

4. Amendment to the Articles of Association of Cinkarna Celje, d. d.

PROPOSED RESOLUTION No 4.1:

The name of the Company shall be amended in the heading of the Company's Articles of Association to read:

"CINKARNA, kemična industrija Celje, d. d."

Sentence 1 of Article 1 of the Articles of Association shall be amended to read as follows:

"Firma družbe je: CINKARNA, kemična industrija Celje, d. d. (v nadaljnjem besedilu statuta: družba)."

(The name of the company shall be CINKARNA, kemična industrija Celje, d. d. (hereinafter referred to as the Company).)

PROPOSED RESOLUTION No 4.2:

Article 27 of the Articles of Association shall be amended to read as follows:

"Predsednik uprave lahko ima namestnika, ki je eden izmed članov uprave, vendar ni delavski direktor. Pristojnosti namestnika se določijo v poslovniku o delu uprave."



(The President of the Management Board may have a deputy who is one of the members of the Management Board, but who is not a works director. The powers of the deputy shall be laid down in the rules of procedure of the Management Board.)

PROPOSED RESOLUTION No 4.3:

Article 33 of the Articles of Association shall be amended to read as follows:

"Predsednik uprave zastopa in predstavlja družbo v vseh zadevah neomejeno, drugi člani uprave pa v okviru pristojnosti, ki so za vsakega določene v poslovniku o delu uprave. Delavski direktor zastopa družbo s predsednikom uprave."

(The President of the Management Board shall represent and act for the Company in all its affairs without restriction, and the other members of the Management Board shall act within the powers defined for each of them in the Rules of Procedure of the Management Board. The Works Director shall represent the Company jointly with the President of the Management Board.)

PROPOSED RESOLUTION No 4.4:

Paragraph 1 of Article 76 of the Articles of Association shall be amended to read as follows:

"Spremembe statuta začnejo veljati z dnem vpisa sklepa o sprejemu sprememb statuta v sodni register."

(Amendments to the Articles of Association shall enter into force on the date on which the decision adopting the amendments to the Articles of Association is entered in the Court Register.)

5. Authorisation to acquire own shares

PROPOSED RESOLUTION No 5.1:

The General Meeting of Shareholders grants the Company's Management Board the authority to acquire its own shares.

The Management Board of the Company shall be authorised to acquire treasury shares so that the aggregate holding of all treasury shares, together with shares already held by the Company, shall not exceed 10% of the share capital of the Company.

The authorisation to acquire own shares shall be valid for a period of 12 months from and including 18 June 2024.

The Company may acquire its own shares by means of transactions concluded on organised and unorganised securities markets, where the purchase price of the shares may not be lower than EUR 14.00 per share and not higher than EUR 29.00 per share.

The Company shall acquire its own shares for the purpose of share buyback, in accordance with the provisions of the law and the Articles of Association on the reduction of share capital.

PROPOSED RESOLUTION No 5.2:

The General Meeting authorises the Management Board to withdraw its own shares without further decision on the reduction of the share capital.

6. Notification to the General Meeting of the resignation of a member of the Supervisory Board

PROPOSED RESOLUTION No 6:

The General Meeting takes note of the resignation of the member of the Supervisory Board, Mr Mitja Svoljšak, dated 28 February 2024.

7. Appointment of new members of the Supervisory Board

PROPOSED RESOLUTION No 7.1:

On a proposal by the Supervisory Board, the General Meeting appoints Melita Malgaj as a member of the Supervisory Board for a five-year term of office, effective 20 June 2024.

PROPOSED RESOLUTION No 7.2:

On a proposal by the Supervisory Board, the General Meeting appoints Luka Gaberščik as a member of the Supervisory Board for a five-year term of office as of 20 June 2024.

PROPOSED RESOLUTION No 7.3:

On a proposal from the Supervisory Board, the General Meeting appoints Mario Gobbo as a member of the Supervisory Board for a five-year term of office as of 24 December 2024.

Information for shareholders:

1. Total number of shares and voting rights at the date of the General Meeting

As at the date of the General Meeting, the Company has a total of 8,079,770 ordinary bulk shares in issue, according to the register. The Company holds 264,650 treasury shares. In accordance with the Company's Articles of Association, each share carries one vote, except for treasury shares, which by law have no voting rights.

2. Right to information and availability of meeting materials

At the General Meeting, the shareholder may exercise his/her right to be informed as referred to in Article 305(1) of the Companies Act.

The materials for the General Meeting are available for inspection by shareholders at the Legal Department's secretariat on weekdays from 9.00 a.m. to 12.00 p.m., from the date of publication of the convening notice until the date of the General Meeting, by making an appointment by telephone on +386 3 427 6093.

In addition to being published on the stock exchange information system SEO-net, the agenda with the motions for resolutions and the explanations of resolutions, as well as other materials, are available to shareholders on the Company's website www.cinkarna.si.

Comprehensive information on shareholders' rights under Article 298, paragraph 1, Article 300,

paragraph 1, Articles 301 and 305 of the Companies Act is available on the Company's website at www.cinkarna.si and as part of the convocation materials of the General Meeting on the stock exchange information system SEO-net.

The convocation of the General Meeting is also published on the AJPES portal.

3. Addition to the agenda

Shareholders whose aggregate holdings amount to one twentieth of the share capital may request in writing an additional item on the agenda after the convocation of the General Meeting has been published. The request must be accompanied in writing by a proposal for a resolution to be acted upon by the General Meeting or, if the General Meeting does not adopt a resolution on a particular item on the agenda, by an explanation of the agenda. The request must be sent by registered post to the Company not later than 7 days after the publication of this notice, to the address Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Department, or by e-mail to the following address: skupscina@cinkarna.si. In the case of electronic submission, the supplement to the agenda must be submitted in scanned form as an attachment and must contain the handwritten or qualified electronic signature of the natural person and, in the case of legal persons, the handwritten or qualified electronic signature of the representative and the stamp of the legal person, if used. The Company has the right to verify the identity of the shareholder or proxy who transmits the request or proposal by e-mail and the authenticity of his/her signature. A clean copy of the agenda will be published in accordance with Article 298 of the Companies Act (ZGD-1).

4. Shareholder proposals

Shareholder counter-proposals to individual items on the agenda, which will be substantiated and sent within 7 days after the publication of this Convocation by registered mail to Cinkarna Celje, d.d., Kidričeva ul. 26, 3000 Celje, Legal Department, or to the e-mail address: skupscina@cinkarna.si, will be published in accordance with Article 300 of the Companies Act (ZGD-1). In the case of electronic submission, shareholder proposals must be submitted in scanned form as an attachment and must contain the handwritten or qualified electronic signature of the natural person and, in the case of legal persons, the handwritten or qualified electronic signature of the representative and the stamp of the legal person, if used. The Company has the right to verify the identity of the shareholder or proxy who transmits the request or proposal by e-mail and the authenticity of his/her signature.

5. Conditions for attending the General Meeting and exercising voting rights

Only those shareholders who, in person or by proxy, register their attendance at the General Meeting in writing so that their registration is received by the Management Board not later than the end of the fourth day prior to the General Meeting, i.e. up to and including **15 June 2024**, and who are registered as holders of shares in the central register of uncertificated securities as at the end of the **seventh day** prior to the General Meeting, i.e. on **12 June 2024** (the cut-off date), shall be entitled to attend the General Meeting and to exercise their voting rights at the General Meeting. If an intermediary other than the ultimate shareholder is entered in the central register as a holder of shares, shareholders may exercise their voting rights on the basis of the proof referred to in Article 235č(2) of the ZGD-1, which shows who the ultimate shareholder is on the record date. The application must be sent by registered post to CINKARNA Celje, d.d., Legal Department – for the General Meeting, Kidričeva ulica 26, 3000 Celje. Only applications with original signatures of the shareholders or their representatives or proxies will be accepted and valid. The Company will also consider as valid those applications that are received in standardised form through the KDD – Centralna klirinško depotna družba d.o.o. and that have been previously received by the KDD through the intermediary chain. The application form for the General Meeting is available on the Company's website www.cinkarna.si.



Any shareholder entitled to attend the General Meeting may appoint a proxy to attend the General Meeting on his/her behalf, to attend and to exercise his/her voting rights at the General Meeting. The proxy appointment must be in writing and must be submitted to the Company, where it will be kept on file. The form for registration, attendance and exercise of voting rights by proxy is available on the Company's website at www.cinkarna.si. If the application for the General Meeting has been sent in original and contains the signature of the shareholder, it is sufficient if the proxy appointment is sent to the Company by e-mail to skupscina@cinkarna.si, in scanned form as an attachment, and contains the handwritten or qualified electronic signature of the natural person and, in the case of legal persons, the handwritten or qualified electronic signature of the representative and the stamp of the legal person, if used. The Company has the right to verify the identity of the shareholder or the authorising person who transmits the proxy appointment by e-mail and the authenticity of his/her signature. Shareholders may revoke their proxy appointment at any time up to the date of the General Meeting in the same manner in which it was made.

A proxy may not exercise or delegate the exercise of voting rights in respect of shares which do not belong to it unless it has been authorised to do so in writing. The authorisation must be stored by the proxy in such a way as to ensure its verifiability. The authorisation may be given to a single proxy and may be revoked at any time. A proxy may authorise persons other than its employees to exercise the authorisation only if the authorisation expressly permits it. If the authorisation entitles the proxy to exercise voting rights on behalf of the shareholder, the instrument appointing the proxy must be lodged with the Company and kept on file with the Company. The proxy must invite the shareholder to give him instructions as to the exercise of the right to vote and must warn the shareholder that, if he does not give him instructions as to the exercise of the right to vote, he will exercise it in accordance with his own proposals, as communicated to the shareholder, unless he is entitled to assume that the shareholder would have approved of his decision to the contrary if he had known the facts of the situation. The same rules as those set out in this paragraph apply mutatis mutandis to holders of fiduciary accounts in respect of shares which do not belong to them, to voting advisers and to other persons exercising voting rights on behalf of a shareholder by proxy as their business.

Participants are kindly requested to check in at the reception desk of the General Meeting at least 10-15 minutes before the start of the meeting to confirm their attendance and to collect their voting devices by signing the list of shareholders present. At the time of registration, the registered participant must, upon request, produce an identity document, a written authorisation, and legal representatives must produce an extract from the commercial and court register or any other appropriate document establishing the right to represent.

CINKARNA Celje d.d., Kidričeva ul. 26, Celje
President of the Management Board
Aleš Skok